

# ARTICLES OF REVIVAL

## FOR

FIRST: The name of the corporation at the time of forfeiture was:

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SECOND: The name that the corporation will use upon revival is:

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THIRD: The address of the principal office in this state is:

\_\_\_\_\_ (Address *must* be in Maryland)  
\_\_\_\_\_, MD \_\_\_\_\_

FOURTH: The Name and Address of the Resident Agent are:

Resident Agent Name: \_\_\_\_\_

Resident Agent Address: \_\_\_\_\_ (Address *must* be in Maryland)  
\_\_\_\_\_, MD \_\_\_\_\_

FIFTH: These Articles are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports that should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or would have become due if the charter had not been forfeited whether or not barred by limitations.

**I hereby consent to my designation in this document as Resident Agent.**

\_\_\_\_\_  
Signature

Resident Agent

## SIGNATURE PAGE / EXECUTION \*\* ONLY SIGN UNDER ONE SECTION \*\*

### SECTION A:

The undersigned, who were two of the last acting officers of the corporation, severally acknowledge the Articles to be their act.

\_\_\_\_\_  
Signature Last Acting \_\_\_\_\_  
(Title of Signing Officer)

\_\_\_\_\_  
Signature Last Acting \_\_\_\_\_  
(Title of Signing Officer)

### SECTION B: *(Use only if A cannot be signed/acknowledged)*

The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

\_\_\_\_\_  
Signature Last Acting Director

\_\_\_\_\_  
Signature Last Acting Director

\_\_\_\_\_  
Signature Last Acting Director

### SECTION C: *(Use only if A and B cannot be signed/acknowledged)*

The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles. Therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

\_\_\_\_\_  
Signature Director

\_\_\_\_\_  
Signature Director

\_\_\_\_\_  
Signature Director

# INSTRUCTIONS FOR USING THE ARTICLES OF REVIVAL FORM

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## **BEFORE YOU BEGIN, the corporation must ensure the following:**

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1. All Personal Property Returns (Form 1) have been filed, and the appropriate filing fee has been paid for each return. (The fee for most entities to file the Form 1 is \$300.)
2. Any monetary penalties resulting from the late filing of the Form 1 have been paid.
3. Any assessments generated by the filing of the Form 1 have been certified to the county and/or local jurisdiction in which the property is located.
4. Any taxes (local, business personal property taxes) that result from the certified assessments have been paid to the county or local jurisdiction.
5. If any assessments have been certified to a county or local jurisdiction, the corporation must obtain a Tax Clearance Certificate from the appropriate finance office, and the Tax Clearance Certificate must accompany the Articles of Revival. (Receipts are not an acceptable substitute for a Tax Clearance Certificate)
  - a. If the Articles of Revival are filed between January 1 and April 15, the current year's Personal Property Return is not required to be filed *as a condition of revival, however, the return must still be filed by its due date.*
  - b. If the Articles of Revival are filed between April 15 and September 30, the current year's Personal Property Return is required to be filed, but the personal property taxes generated from that return are not required to be paid prior to filing the Articles of Revival.
  - c. If the Articles of Revival are filed between October 1 and December 31, the current year's Personal Property Return must be filed, assessments generated from the current year's Personal Property Return must be certified to the appropriate subdivisions and the personal property taxes for the current year must be paid.
6. The fee to file the Articles of Revival is \$100 for standard processing (4-6 weeks) or \$150 for expedited processing (within ten business days of receipt by the Department). This is the fee for all corporations (including those that are tax exempt).

## **Form Instructions:**

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1. Insert the name of the corporation at the time of forfeiture in the heading;
2. Insert the name of the corporation at the time of forfeiture again, in the First Section. *(If you are using the fill-able pdf form, entering the name in either field will also enter it in the other field.)*
3. Insert the name the corporation wishes to use upon revival in the Second Section. (The corporation's prior name may not currently be available or the corporation may have decided to adopt a different name.) The new name must comply with all relevant Maryland laws, including that the name must include an appropriate corporate tail (i.e., "Inc." or "Limited," etc.) You should perform a search on the name first, if possible, to ensure it's availability. If the name you choose is *not* available, your filing will *not* be Approved.

## Form Instructions (con't):

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4. Insert the principal office address of the corporation in the Third Section. Maryland law requires the address to be a physical address in the State of Maryland. You may not use a post office box or dropbox address.
5. Insert the name and address of the corporation's resident agent in the Fourth Section. The resident agent must be a Maryland resident that is either; an individual at least 18 years old, OR; another active, Maryland corporation, or Maryland LLC. Maryland law requires the address of the resident agent to be a physical address in the State of Maryland. You may not use a post office box or dropbox address.
6. Execution of the Articles of Revival
  - a. Determine whether paragraph A, B or C applies to the current situation of the corporation.
  - b. If reviving under paragraph A, two of the last acting officers of the corporation must sign the document. The same person MAY NOT act as both officers unless the corporation is a statutory Close Corporation or a Professional Corporation.
  - c. If reviving under paragraph B, the majority of the last acting directors of the corporation must sign here. Use additional paper if necessary.
  - d. If reviving under paragraph C, the person or persons elected by corporation to serve as director(s) for the purpose of reviving the charter should sign here. Use additional paper if necessary.

## FAQ about reviving a corporation

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**Q:** *How do I know which personal property returns must be filed or which tax clearance certificates I must obtain?*

**A:** First, review the Personal Property tab of the information for the company by using the [Business Entity Search](#) on the Department's website. If you are still unclear, contact the Personal Property Department by calling 410-767-1170 or emailing [sdatt.persprop@maryland.gov](mailto:sdatt.persprop@maryland.gov)

**Q:** *Where do I send all my paperwork? Can I file in person?*

**A:** You may mail your paperwork to the Department, or file in person, if you wish. Same day service is available only for documents filed in-person. The address for both services is: 301 West Preston St., Room 801, Baltimore, MD 21201.

**Q:** *May I file online?*

**A:** At this time we cannot accept Articles of Revival online nor can any payments associated with Articles of Revival, such as late filing penalties or taxes, be paid online.

*More information is available on the Department's website at the following link:*

<http://dat.maryland.gov/businesses/Documents/entitystatus.pdf>